

NURSES FOUNDATION OF WISCONSIN, INC.

BYLAWS

ARTICLE I. NAME

The name of this corporation is Nurses Foundation of Wisconsin, Inc.

ARTICLE II PURPOSES

Section 1. The purpose of the Foundation is to generate, accept, and distribute funds for educational and scientific endeavor. Funds will be awarded for, but not limited to, scholarships, study, and research in the field of nursing.

The Corporation shall be empowered to receive by bequest, devise, gift, contribution, or otherwise, property and funds for such purposes as stated herein and generally to exercise corporate powers and purposes consistent with the above.

Section 2. In the fulfillment of such purposes, the Corporation may exercise any and all powers of a corporation organized under Chapter 181 of the Wisconsin Statutes.

Section 3. None of the activities, funds, property or income of the Corporation shall be used in carrying on any political activity, directly or indirectly, or in attempting to influence legislation. Neither the Corporation nor its officers or directors shall, in their capacity as officer or directors of the Corporation, contribute to or otherwise support or assist any political party or candidate for elective public office. Any gifts, grants, scholarships and other rewards made by the Corporation shall be given or awarded in such manner as does not violate the restrictions under IRC Code section 501(c)(3).

Section 4. The mission of the Nurses Foundation of Wisconsin (NFW) is to promote health by advancing the profession of nursing through the financial support of education and research. NFW is a fiscally sound not-for-profit organization that is visible, viable and responsive to the Wisconsin nursing community. Its values include patient-centered care; healthy communities; advancing education for nurses; professional commitment and service; advocating evidence-based practice and diverse leadership.

ARTICLE III MEMBERSHIP

Section 1. There shall be no members.

ARTICLE IV BOARD OF DIRECTORS

Section 1. General Powers. The affairs of the Corporation shall be managed by its Board of Directors.

Section 2. Composition.

- (a) Number, Tenure. The Board of Directors shall be composed of not less than five (5) individuals and nor more than nine (9). Each Director shall be appointed for a three-year term and shall hold office until his or her resignation, removal, death, incapacity, or the election of a qualified successor. Directors may be appointed for up to three successive three-year terms. The terms of the Directors shall be staggered so that approximately one-third of the Directors are appointed at each annual meeting of the Directors. Prior to the appointment of a Director, the Board of Directors may reduce the term of that Director for the purpose of ensuring that the terms of the Directors remain staggered.
- (b) Representation. Any individual who promotes and supports the purposes of the Foundation is eligible to be elected to serve as a member of the Board. At all times, a majority of the Board shall be composed of registered nurses. The specific composition of the Board shall include at least four registered nurses who are active members of the Wisconsin Nurses Association; one registered nurse who is a member of the WNA Tri-Council, and a community member who is not a nurse and willing to serve.

Section 3. Resignation. A Director may resign at any time. Such resignation shall be made in writing to the Secretary of the Corporation and shall take effect at the time specified therein. If no time is specified, it shall take effect on the date of its receipt by the Secretary of the Corporation, who shall record such resignation, noting such date. The acceptance of a resignation shall not be necessary to make it effective.

Section 4. Removal. A Director may be removed by the vote of two-thirds of the Directors then in office.

Section 5. Vacancies. Vacancies may be filled by appointment of the Executive Committee for the balance of an expired term.

Section 6. Appointments and Committees.

- (a) The Board of Directors may create committees, ad hoc committees and task forces, the membership of which need not be restricted to members of the Board of Directors.
- (b) Committees shall report to the Board and shall assume such duties as assigned by the Board.
- (c) A majority of the members of any committee shall constitute a quorum.

Section 7. Meetings. The Board shall meet at least semi-annually at the call of the President. A quorum shall consist of a majority of the Board.

ARTICLE V OFFICERS

Section 1. There shall be a President, Vice President, Secretary, and Treasurer, each of whom shall be elected by the Board of Directors. Only members of the Board of Directors shall be eligible to serve as officers of the Corporation. The President must be a registered nurse who is a member of the Wisconsin Nurses Association.

Section 2. Election and Term of Office. The officers shall be elected bi-annually by the Board at its annual meeting. Officers shall assume their duties January 1st. A term of office is two years in length, ending December 31st. No officer shall serve more than four successive terms in the same office.

Section 3. Vacancies. In the event of a vacancy in the office of President, the Vice President shall succeed to that office. Other vacancies shall be filled by appointment of the Executive Committee for the balance of the unexpired term.

Section 4. Duties.

- (a) The principal duties of the President shall be to preside at all meetings of the Board of Directors, and to have general supervision and direction of the affairs of the Corporation.
- (b) The principal duties of the Vice President shall be to assume the duties of the President in the President's absence and all other duties as assigned by the President or Board of Directors.
- (c) The principal duties of the Secretary shall be to keep the minutes of all proceedings of the Board of Directors and the Corporation.
- (d) The principal duties of the Treasurer shall be to be responsible for the receipt and disbursement of all funds and securities of the Corporation as directed by the Board of Directors. The Treasurer shall be responsible for preparing an annual financial report and shall prepare an annual budget and fulfill all other responsibilities as required by law.

ARTICLE VI EXECUTIVE COMMITTEE

There will be an Executive Committee.

- (a) The Executive Committee will be a standing committee composed of the elected officers of the Board (President, Vice President, Secretary, and Treasurer).
- (b) The Executive Committee will be responsible for transacting routine business and emergency business as necessary to facilitate the mission of the Corporation.
- (c) The Committee will report all business transacted to the Board at its next meeting.

- (d) Meeting will be called by the NFW President or at the written request of any two (2) members.
- (e) Three (3) of the Committee members must be present to constitute a quorum.

ARTICLE VII – COMMITTEES

Section 1. Committees of the Board perform the work that is assigned by the Board.

Section 2. Composition and Selection –

- A. Member selection – The Board will appoint members of the Board and ad hoc members willing to serve on the committee.
- B. The committee will consist of at least three (3) board members along with ad hoc committee members determined by the Board.

Section 3. Term of Office, Vacancy, Removal

- A. Terms for all committees are two years
- B. Vacancies shall be filled by the NFW Board
- C. Absence from two consecutive meetings may constitute a vacancy within the committee.

ARTICLE VIII EDUCATIONAL SCHOLARSHIP AND RESEARCH GRANT COMMITTEE

Section 1. Purpose

- A. The purpose of the Educational Scholarship and Research Grant Committee is to implement the annual call for educational scholarship and research grant applications and provide recommendations to the NFW Board.

Section 2. Composition and Selection

- A. Member selection – The Board will appoint members of the Board and ad hoc members willing to serve on the committee.
- B. The committee will consist of at least three (3) board members along with ad hoc committee members determined by the designated funding for the scholarship and/or grant.

ARTICLE IX REGISTERED AGENT

Section 1. The registered agent shall be the Executive Director of the Wisconsin Nurses Association.

ARTICLE X PARLIAMENTARY AUTHORITY

Section 1. ROBERT’S RULES OF ORDER, NEWLY REVISED shall govern this Foundation in all cases in which they are not inconsistent with the Bylaws of this Foundation.

ARTICLE XI AMENDMENTS

Section 1. These Bylaws may be amended by a two-thirds vote of the NFW Board providing previous written notice has been sent to all members at least sixty (60) days prior to the meeting or by a 99% vote if no previous notice has been given. Bylaw amendments must be approved by the Wisconsin Nurses Association Board of Directors.

Amended this 19th day of November, 2016.